

**HAGENS BERMAN**

Thomas M. Sobol  
**HAGENS BERMAN SOBOL SHAPIRO LLP**  
55 CAMBRIDGE PARKWAY, SUITE 301  
CAMBRIDGE, MA 02142  
www.hbsslaw.com  
Direct (617) 475-1950  
tom@hbsslaw.com

April 30, 2010

**BY HAND**

Walter L. Nixon, Jr., Esq.  
933 Howard Avenue  
Biloxi, MS 39533-0409

Re: *In re Wellbutrin XL Direct Purchaser Antitrust Litigation*  
C.A. No. 08-cv-2431 (E.D. Pa.)(MAM)

Dear Judge Nixon:

I am writing to set forth our agreement concerning the scope of your responsibilities in connection with the representation of Professional Drug Company, Inc. ("Professional Drug") in this case, and the payment of attorney fees to you by my firm, Hagens Berman Sobol Shapiro LLP ("HBSS"), and Don Barrett, PA ("Barrett"), for legal services rendered by you to Professional Drug in this case.

You have introduced us to your longtime prescription drug wholesaler client Professional Drug. Professional Drug has determined to join the above-captioned class action lawsuit, individually and as a representative of a class of direct purchasers of Wellbutrin XL, and has agreed to retain HBSS and Barrett to represent Professional Drug individually and as a representative of a class in the lawsuit. Professional Drug also has determined to have you, as its longtime attorney, assume joint responsibility with HBSS and Barrett for its representation of Professional Drug, but solely in its individual capacity and not as a class representative.

HBSS and Barrett have agreed to represent Professional Drug individually and as a representative of a class in the lawsuit, and you have agreed to assume joint responsibility, with HBSS and Barrett, in the representation of Professional Drug solely in its individual capacity. The legal services you will perform in this case for Professional Drug include referring Professional Drug to HBSS and Barrett for the purpose of participating in the lawsuit; advising Professional Drug as a plaintiff in this case; assisting with discovery of Professional Drug, including Professional Drug's document and data gathering and production and deposition testimony; participating in attorney-client communications with Professional Drug concerning Professional Drug's role in the lawsuit in its individual capacity; and participating fully and jointly with Barrett and HBSS on all matters concerning Professional Drug's role in the lawsuit in its individual capacity.

**EXHIBIT "1"**

Walter L. Nixon, Jr., Esq.  
April 30, 2010  
Page 2

You have not been retained to advise Professional Drug on any matters concerning Professional Drug's role in the lawsuit as a class representative, and you will not do so. In particular, you will not advise Professional Drug with respect to any proposed settlement of all or part of the class action or any application for compensation made by class counsel. You will direct all inquiries you receive from Professional Drug that relate to Professional Drug's role in the lawsuit as a class representative to HBSS or Barrett.

Although you are a director and shareholder of Professional Drug, you have agreed that, as a condition of your representation of Professional Drug in its individual capacity, you will not participate in any discussion or deliberation among directors concerning the case, and you will abstain from any and all votes or other activity concerning the case in your capacity as a director and shareholder.

With respect to attorney fees, HBSS, along with three other firms, have previously been appointed interim lead and liaison counsel for the proposed class in this lawsuit. If the proposed class is certified, Professional Drug is appointed class representative, HBSS is appointed lead counsel, and a fund for the benefit of class members is created by settlement or judgment, HBSS, with the other lead and liaison counsel who are appointed by the Court (whether current interim co-lead counsel or others), will seek an order from the Court awarding class counsel an attorney fee to be paid from the fund.

HBSS and Barrett have agreed to pay you an attorney fee for the legal services rendered by you in this case. This attorney fee will be 15 percent of the attorney fee allocated to HBSS and Barrett in this case. Payment of an attorney fee to you is expressly conditioned on the participation of Professional Drug in this case, including the appointment of Professional Drug as a class representative by the Court.

Please indicate your acceptance of these terms by signing below where indicated:

We look forward to working with you and your client Professional Drug on this case.

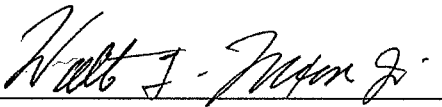
Very truly yours,

*Tom Sobol*

Thomas M. Sobol

Walter L. Nixon, Jr., Esq.  
April 30, 2010  
Page 3

ACCEPTED:

  
\_\_\_\_\_  
Walter L. Nixon, Jr., Esq.